EXHIBIT B

Articles of Incorporation

And

Certificate of Authority to Transact Business



OFFICE OF

THE STATE CORPORATION COMMISSION

CERTIFICATE OF INCORPORATION

OF

AFFORDABLE VOICE COMMUNICATIONS INC.

1968676

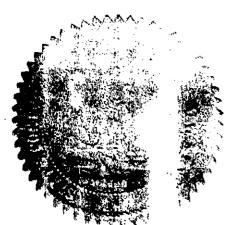
The State Corporation Commission certifies that duplicate originals of the Articles of Incorporation attached hereto, duly signed and verified pursuant to the provisions of the BUSINESS CORPORATION ACT

(53-11-1 to 53-18-12 NMSA 1978)

have been received by it and are found to conform to law.

Accordingly, by virtue of the authority vested in it by law, the State Corporation Commission issues this Certificate of Incorporation and attaches hereto a duplicate original of the Articles of Incorporation.

Dated: OCTOBER 28, 1998



In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe

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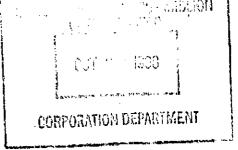
Director

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT BY DESIGNATED INITIAL REGISTERED AGENT

To: The STATE CORPORA' STATE OF NEW MEX		\$48.00 for the property of the
STATE OF)) ss.;	THE COLORS OF FREE COLORS OF
COUNTY OF NEW CASTLE)′	August British (M. 1888) (1995) — 1870 (1974) (1974) (1974) (1974) (1974) (1974) (1974) (1974) (1974) (1974)
On this 26TH day of OCTOBER for the State and County afor who is to me known to be the packnowledged to me that he do Registered Agent of AFFORDA	esaid, personally appeared erson and who, being by me es hereby accept his appoint	CHERYL L. FORTUNATO , duly sworn, ment as the initial
the corporation which is named is applying for a Certificate of Ir Business Corporation Act of the	acorporation pursuant to the p	corporation, and which provisions of the
	Registered Agent's Signa	ture (Individual)
DE 15 18 19 19 19 19 19 19 19 19 19 19 19 19 19	OR CORPORATION SERVICE C	GMPANY
W. January	Registered Agent's Name	
ADSTER ADDRESS OF THE PARTY OF	By Charle of Agent's	President Vice President
(NOTARY SEAL)		·
NOTARY PUBLIC	<u> </u>	
My Commission Expires:	12/18/99	

FILE DUPLICATE ORIGINALS

ARTICLES OF INCORPORATION
OF



AFFORDABLE	VOICE	COMMUNICATIONS	INC.
	/N/ A	ME OF CORPORATION	,

The undersigned acting as incorporator(s) to form a corporation under the New Mexico Business Corporation Act (53-11-1 to 53-18-12 NMSA 1978), adopt(s) the following Articles of incorporation for such corporation:

ARTICLE ONE: The name of the corporation is AFFORDABLE VOICE COMMUNICATIONS INC.

ARTICLE TWO: The period of its duration is __PERPETUAL_

ARTICLE THREE: The purpose or purposes for which the corporation is organized are:

PUBLIC TELECOMMUNICATIONS SERVICES

ARTICLE FOUR: The aggregate number of shares which the corporation shall have authority to issue: (ATTACHED SCHEDULE, IF NEEDED)

100,000 SHARES OF COMMON STOCK AT NO PAR VALUE

ARTICLE FIVE: Any provision limiting or denying to shareholders the preemptive right to acquire unissued or treasury shares, or securities convertible into such shares or carrying a right to subscribe to or to acquire shares is:

N/A

1140414

ARTICLE SIX: The name of its initial registered agent and the street address (P.O.Box is unacceptable unless geographical location is given), city of the initial registered office in New Mexico are:

NAME

ADDRESS

CORPORATION SERVICE COMPANY

121 EAST PALACE AVENUE, SANTA FE, NM 87501

ARTICLE SEVEN: The number constituting the initial board of directors is $\frac{3}{}$ and the names and addresses of the persons who have consented to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are:

NAME

ADDRESS

CHARLES R. COMBS

2520 KINDERHOOK LANE, COLORADO SPRINGS, CO 80919

CHUCK R. COMBS

2520 KINDERHOOK LANE, COLORADO SPRINGS, CO 80919

MARGARET H. COMBS

2520 KINDERHOOK LANE, COLORADO SPRINGS, CO 80919

ARTICLE EIGHT: The name and address of each incorporator is:

NAME

ADDRESS

LYNN LOGAN

1013 CENTRE ROAD, WILMINGTON, DE 19805

Dated: October 26, 1998

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Signature of Incorporator (s)

(File Duplicate Originals)

NMSCC-CD DPR-NC (REV 8/94)

0-212.3



State of Illinois Office of The Secretary of State

INTEGRATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS'IN THIS STATE OF AFFORDABLE VOICE COMMUNICATIONS INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF NEW MEXICO HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this

14TH

day of

MAY

A.D.

1999 and of the Independence of the United States the two hundred and

23RD

undred and 23RD

Secretary of State

Desse White